

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

GROWBLOX SCIENCES, INC.,

Plaintiff,

-against-

GCM ADMINISTRATIVE SERVICES, LLC,  
SETH M. LUKASH, GARY HERMAN, and  
STRATEGIC TURNAROUND EQUITY  
PARTNERS, L.P. (CAYMAN)

Defendants.

DIGITAL CREATIVE DEVELOPMENT  
CORPORATION, GCM ADMINISTRATIVE  
SERVICES, LLC, STRATEGIC TURNAROUND  
EQUITY PARTNERS, L.P. (CAYMAN),  
SETH M. LUKASH, and GARY HERMAN,

Counterclaimants,

-against-

GROWBLOX SCIENCES, INC., TODD DENKIN,  
JOSEPH J. BIANCO, TUMBLEWEED  
HOLDINGS, INC. f/k/a GROWOPP HOLDINGS,  
INC., CRAIG ELLINS, and GROWOPP, LLC,

Counterclaim-Defendants.

Upon the unopposed application of Gary Herman, Seth Lukash, GCM Administrative Services, LLC, Strategic Turnaround Equity Partners, L.P. (Cayman), and Digital Creative Development Corporation for the approval of the issuance of certain shares of GrowBlox Sciences, Inc. ("GBLX") common stock as exempt from registration with the United States Securities and Exchange Commission and without restrictive legends, pursuant to Section

USDC SDNY  
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ELECTRONICALLY FILED  
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DATE FILED: 8/31/16

Docket No. 14 Civ. 2280 (ER) (DCF)

ORDER APPROVING ISSUANCE  
PURSUANT TO SECTION 3(A)(10)  
OF THE SECURITIES ACT OF 1933

3(a)(10) of the Securities Act of 1933, 15 U.S.C. § 77c(a)(10), as described herein, and pursuant to the Settlement Agreement entered into as of June 20, 2015 between the parties resolving this action; and

The Court, upon the consent of all remaining parties, pursuant to 28 U.S.C. § 636(c), having considered the terms and conditions of the issuance and/or transfer of certain shares of GBLX common stock, pursuant to the Settlement Agreement, and after due deliberation and sufficient cause appearing therefor, it is hereby

**FOUND, DETERMINED, AND ORDERED THAT:**

1. The issuance and/or transfer of 4.4 million shares of GBLX common stock to Gary Herman, Seth Lukash, and/or their designees, pursuant to the Settlement Agreement (the "Shares"), is hereby approved as fair within the meaning of Section 3(a)(10) of the Securities Act of 1933, 15 U.S.C. § 77c(a)(10), and such Shares are therefore unrestricted and exempt from registration with the United States Securities and Exchange Commission.

2. Pursuant to the Settlement Agreement, sales of the Shares will be limited to an aggregate of 1.4 million Shares for the six months following the Closing of the settlement.

3. This Court shall retain jurisdiction, pursuant to 28 U.S.C. § 636(c), to resolve any issues relating to this Order.

Dated: New York, New York  
August 31, 2016

  
Honorable Debra C. Freeman  
United States Magistrate Judge